

# Exhibit B

IN THE UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

IN RE: ) Docket No. 18 C 864  
)  
DEALER MANAGEMENT SYSTEMS )  
ANTITRUST LITIGATION. )  
) Chicago, Illinois  
) April 25, 2018  
) 11:00 o'clock a.m.

TRANSCRIPT OF PROCEEDINGS - STATUS & MOTION  
BEFORE THE HONORABLE AMY J. ST. EVE

APPEARANCES:

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PROCEEDINGS RECORDED BY  
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1 THE CLERK: 18 C 864, In Re: Dealer Management  
2 Systems Antitrust Litigation.

3 THE COURT: Good morning.

4 MS. GULLEY: Good morning, your Honor.

5 MS. MILLER: Good morning, your Honor.

6 MR. HO: Good morning, your Honor.

7 MS. WEDGWORTH: Good morning, your Honor.

8 THE COURT: You are here for status. I have ruled on  
9 lead counsel issues. We are working on the motions to  
10 dismiss. I have the motion to strike that came in --  
11 defendants' motion to strike.

12 I need your names, please. Joe needs your names. I  
13 know you, but go ahead.

14 MS. WEDGWORTH: Good morning, your Honor, Peggy  
15 Wedgworth from Milberg Tadler Phillips Grossman on behalf of  
16 the class plaintiffs auto dealerships. With me, I have  
17 Elizabeth McKenna also from our firm, as well.

18 THE COURT: Good morning.

19 MR. HO: Good morning, your Honor, Derek Ho from  
20 Kellogg, Hansen, and with me is Professor Issacharoff, Mike  
21 Nemelka --

22 MR. CLIFFORD: Good morning, your Honor, Robert  
23 Clifford --

24 MR. HO: I'll let Mr. Clifford introduce himself.

25 MR. CLIFFORD: -- and Shannon McNulty from Clifford

1 Law.

2 THE COURT: Good morning.

3 MS. McNULTY: Good morning, your Honor.

4 MS. MILLER: Britt Miller, Mayer Brown, on behalf of  
5 CDK Global. Just me.

6 THE COURT: All on your own today.

7 MS. MILLER: All on my own today.

8 MS. GULLEY: Good morning, your Honor, Aundrea Gulley  
9 on behalf of The Reynolds and Reynolds Company, and with me is  
10 Brian Ross and Leo Caseria, as well as Jonathan Emmanuel from  
11 Reynolds and Reynolds.

12 THE COURT: Good morning.

13 So, I have the motion to strike, I was saying before.  
14 Do you want to respond to that at all?

15 MR. HO: Yes, your Honor.

16 Our understanding of the purpose of the supplemental  
17 submissions was to update our respective filings to account  
18 for the differences between Ninth Circuit law and Seventh  
19 Circuit law. And one of the material differences between the  
20 law of this Circuit and that of the Ninth Circuit is that in  
21 the Geinosky case, this Circuit said that it was appropriate  
22 for a party opposing a motion to dismiss to rely on materials  
23 outside the four corners of the complaint in order to  
24 demonstrate that there was evidence that would support the  
25 allegations in the complaint.

1           And, so, we thought it was appropriate to both  
2 identify that legal difference for the Court, but also to  
3 carry through on that difference by doing exactly what  
4 Geinosky authorized, which is to identify illustrative  
5 documents that we think bolster our opposition motion.

6           My understanding is that the main argument that the  
7 defendants have made is that they ought to have an opportunity  
8 to respond. And, frankly, if they had asked for that, we  
9 would have consented. And we don't oppose an opportunity to  
10 respond if they think that they have something to say about  
11 the documents that we've put in front of the Court.

12           THE COURT: I did not see that as the main argument,  
13 but --

14           MS. MILLER: And, your Honor, it's not the main  
15 argument. It's something we said if your Honor was not  
16 inclined to grant the motion to strike, then we would welcome  
17 the opportunity. But at the last hearing, your Honor made  
18 clear that you didn't want replies and that the only --

19           THE COURT: Yes.

20           MS. MILLER: -- thing you asked for was us to  
21 essentially do your -- help you with the research and provide  
22 you the Seventh Circuit law; and, that's what defendants did  
23 when they filed their pieces on the 13th.

24           What we got in response -- the case that he cites  
25 says you can do that when you otherwise would have had the

1 documents available to submit in your opposition. They  
2 already submitted their opposition last year. All your Honor  
3 asked them to do was update the case law and not add new  
4 facts. The transcript is clear. You said the facts were in  
5 there; you didn't need any more. And, so, we stuck to that by  
6 providing your Honor with the Seventh Circuit, and we think  
7 they went beyond that.

8 And, so, they essentially tried to get the last word  
9 on the motion to dismiss and introduce material that they  
10 didn't have available to them when they submitted their  
11 original response to the motion to dismiss back in December.  
12 Because all of the material they submitted had only been  
13 produced in the Authenticom case; this MDL didn't exist; and,  
14 notwithstanding the fact that Mr. Ho is counsel for both of  
15 the parties, was prohibited by the protective order from using  
16 those documents in the MVSC case.

17 So, that's why we moved -- that's the primary  
18 argument, and that's why we moved to strike it.

19 If your Honor is inclined to let it stand, then of  
20 course, if your Honor would like, we would be happy to file a  
21 substantive response.

22 THE COURT: Okay.

23 I am going to keep this under advisement and take it  
24 up in the context of the motion. And if I feel like I need a  
25 response from you -- I certainly will not let you be

1 prejudiced if I let these stand. So, I will let you know,  
2 though.

3 MS. MILLER: Appreciate it.

4 So, I assume, then, the motion date for next week is  
5 off?

6 THE COURT: You do not have to come back for this  
7 motion next week.

8 MS. MILLER: Okay.

9 THE COURT: A couple things about motions.

10 In my original scheduling order, I asked that you  
11 file all motions in both the MDL file, as well as in the  
12 underlying case number that was originally filed here. I am  
13 going to modify that. I only want the documents filed in the  
14 MDL number, which is the 18 C 864, I think. So, you do not  
15 have to file them in two places.

16 You can put the other case number on there if you  
17 want, if you want that for your tracking purposes; but, only  
18 file them in the MDL. That will make it more simple. So, I  
19 am modifying my order from before.

20 Also, when you drop off courtesy copies of things, if  
21 you have an under-seal filing as well as a redacted public  
22 version, I only need the under-seal filing. I do not need the  
23 redacted version. So, please do not drop those off.

24 And in terms of status, I had directed you the last  
25 time you were here to have some discussions about going



1 MS. WEDGWORTH: Thank you, your Honor.

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4 I certify that the foregoing is a correct transcript from the  
5 record of proceedings in the above-entitled matter.

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/s/ Joseph Rickhoff  
Official Court Reporter

April 26, 2018

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